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James S. Sabonis
Managing Director

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May 23, 2017

Ms. Diana Ortiz
City of Grand Prairie, Texas
317 College Street
Grand Prairie, TX 75050

Ms. Luis Farias
Texas Water Development Board
1700 N. Congress Ave.
PO Box 13231
Austin, TX 78711-3231

Ms. Patty Barbarino
The Bank of New York Mellon Trust
Company, N.A.
601 Travis Street, Floor 16
Houston, TX 77002

Re: Closing Instructions with respect to the \$5,110,000 City of Grand Prairie, Texas, Water and Wastewater System Revenue Bonds, New Series 2017 (the "Bonds") and together with the \$631,175 CWSRF Green Principal Forgiveness Funds (the "Principal Forgiveness") (collectively referred to as the "Obligations").

Please refer to the attached Closing Memo for the above referenced Obligations.

The cooperation of the addressees regarding the receipt and disbursement of funds in accordance with the above instructions on behalf of the City is greatly appreciated. If you have any questions or cannot comply with any portion of these wiring instructions, please contact me at (214) 953-4195.

Sincerely,

James S. Sabonis
Managing Director

cc: Mr. David Dera, Texas Water Development Board
Ms. Annette Mass, Texas Water Development Board
Ms. Kathy Calnan, Texas Water Development Board
Mr. Ben Munguia, Texas Water Development Board
Ms. Cheryl Davenport, City of Grand Prairie
Mr. Ron McCuller, City of Grand Prairie
Mr. Wayne Hunter, RPS Espey
Mr. John Melton, RPS Espey
Mr. Bob Dransfield, Norton Rose Fulbright US LLP
Ms. Jenny Hackler, Norton Rose Fulbright US LLP
Mr. Jason Stephens, The Bank of New York Mellon Trust Company, NA
Mr. Andre Ayala, First Southwest
Mrs. Penny Brooker, First Southwest
Ms. Larisa Garcia, First Southwest

CLOSING MEMORANDUM

GRAND PRAIRIE, TEXAS

\$5,110,000

**WATER AND WASTEWATER SYSTEM REVENUE BONDS, NEW SERIES 2017
TWDB CWSRF- TWDB COMMITMENT NO. L1000571**

\$631,175

GREEN PRINCIPAL FORGIVENESS

TWDB CWSRF- TWDB COMMITMENT NO. LF L1000571

Pre-Closing

Payment for the Loan Origination Fee, in the amount of \$94,535.00, will be paid directly to the Texas Water Development Board by the City on or before Monday, May 22, 2017.

(1) Wiring Instructions are as follows:

TEX COMPT_AUSTIN

ABA#114 900 164

BNF = ACCT#440-4740-01

ATTN: TWDB-LINDA HERRERA, 512-463-6251

Closing

Payment for and delivery of the captioned Bonds is scheduled to occur on or about **Tuesday, May 23, 2017 at 10:00 AM CDT** at the offices of **The Bank of New York Mellon Trust Company, N.A.**.

(1) Wiring instructions are as follows:

The Bank of New York Mellon Trust Company, N.A.

ABA 021000018

ACCOUNT #: 1841528400

DALLAS CLEARING ACCOUNT

ATTN: Jason Stephens (214) 468-5036

- (2) Upon receipt of funds, the Bank will disburse the funds as detailed in **Disbursement of Funds**. ***NOTE:** These instructions shall not direct the TWDB to disburse any funds from the Construction Account.*

Disbursement of Funds

Sources:

Bond Amount	\$ 5,110,000.00
Principal Forgiveness Amount	\$ 631,175.00
Total	\$ 5,741,175.00

Uses:

Deposited to Bond Escrow Fund Account #6246128400	\$5,110,000.00
<i>City of Grand Prairie, Texas Water and Wastewater System Revenue Bonds, New Series 2017, TWDB Commitment No. L1000571 Escrow Fund</i>	
Deposited to Loan Forgiveness Escrow Fund Account #6249508400	\$ 631,175.00
<i>City of Grand Prairie, Texas Water Development Board Commitment No. L100571 Escrow Account,</i>	
Total	\$5,741,175.00